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**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In re Application of)

CC Docket No. 94-11)

Telephone and Data)
Systems, Inc.)

File No. 10209-CL-P-715-B-88)

For facilities in the Domestic)
Public Cellular Telecommunications)
Radio Service on Frequency Block B,)
in Market 715, Wisconsin 8 (Vernon),)
Rural Service Area)

To: The Honorable Joseph Gonzalez
Administrative Law Judge

REPLY TO OPPOSITIONS TO
MOTION FOR LEAVE TO INTERVENE

Townes Telecommunications, Inc. (TTI), by its attorneys,
hereby replies to the Common Carrier Bureau's March 23, 1994, and
to Telephone and Data Systems, Inc.'s March 24, 1994 Opposition to
Motion for Leave to Intervene. In support whereof, the following
is respectfully submitted:

1) The Common Carrier Bureau writes that "TTI has specified
no tangible interest in the outcome of the captioned proceeding."
Opposition, p. 1. TTI's March 15, 1994 Motion for Leave to
Intervene states that

in various cellular markets in which TTI, has or will have
ownership interests, TDS or its affiliated companies are in
a position to acquire controlling interest. Thus, TTI has a
direct and concrete interest in this proceeding and the
Commission's decision in the captioned case could have a
significant impact upon TTI." Motion, pp. 1-2.

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2) With all due respect to the Common Carrier Bureau, TTI plainly stated that a decision in the instant case could have a significant impact upon TTI in those markets in which TDS is positioned to acquire a controlling interest. Attached hereto is a copy of the Commission's August 20, 1993 Consent to Assignment of Common Carrier Radio Station Construction Permit or License (File No. 03750-CL-AL-93).¹ TTI's subsidiary Electra Telephone Company is a one-third owner of the Assignor and will possess an ownership interest in assignee upon consummation. The assignment authorization indicates that the assignment grant is conditioned upon "any subsequent action the Commission may take concerning the issues raised in La Star." Thus, TTI's interest in the instant proceeding could not be more concrete and intervention is allowed pursuant to §1.223(a) of the Rules.²

3) The Common Carrier Bureau states that

TTI has not adequately demonstrated how its participation will assist in the determination of the issues in question. TTI states that it will be able to provide useful information on TDS's manner of conducting business. The designated issues,

¹ The assignment application explains that the assignment is part of a much larger merger transaction calling for a "supersystem".

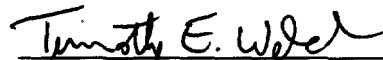
² While the Motion did not make specific reference to §1.223(a), the facts permitting intervention pursuant to that section were pleaded. To the extent that the Common Carrier Bureau found our Motion lacking in specificity, we apologize. TDS, on the other hand, had full knowledge of the conditional "La Star" language contained in the grant under File No. 03750-CL-AL-93, as well as knowledge of TTI's subsidiary's ownership interest in that market. In light of those facts, TDS's assertion that TTI has no cognizable interest in the outcome of the instant proceeding is both easily dismissed yet troubling.

however, relate only to the conduct of a TDS subsidiary in the La Star proceeding. Opposition, p. 2.

4) The Common Carrier Bureau takes a somewhat narrow view of the case. The Common Carrier Bureau does not indicate that TDS has advised it as to which of a myriad of defensive strategies TDS could employ at the hearing. For instance, one defensive strategy would be to argue that a certain business practices occurred in the New Orleans market and that those business practices are standard ones utilized in other markets.

5) No one is able to predict the direction which the hearing will take. Depending upon what transpires at the hearing, TTI may have invaluable information to provide. If leave to intervene is not granted to TTI, the Commission may not have all relevant information available to it.³ Therefore, TTI's Motion is also grantable pursuant to §1.223(b) of the Rules.

Respectfully submitted,
TOWNES TELECOMMUNICATIONS, INC.


Timothy E. Welch

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March 25, 1994

Its Attorney

³

Even if it turns out that TTI is not able to provide any relevant information, we do not see how grant of TTI's Motion would unreasonably delay the proceeding. Thus, the grant of the Motion would not cause any harm and may yield some useful information.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20584

55681
CONSENT TO ASSIGNMENT OF COMMON CARRIER RADIO STATION CONSTRUCTION PERMIT OR LICENSE

From (Assigner):

TEXAS RSA NO. 5 (NORTH) LIMITED PARTNERSHIP
C/O USCC, 8410 WEST BRYN MAWR

CHICAGO

IL

60631

To (Assignee):

TEXAHOMA CELLULAR LIMITED PARTNERSHIP
C/O USCC, 8410 WEST BRYN MAWR

CHICAGO

IL

60631

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Nature of Service:

DOMESTIC PUBLIC CELLULAR RADIO
TELECOMMUNICATIONS SERVICES

Class of Station:

CELLULAR

Call Sign(s)	In Various Locations in the State(s) of	Authorization Number(s)
KNKQ333	0698 B 1 TEXAS 5 - HARDEMAN We make no finding in these cases concerning the issues raised in footnote 3 of <u>La Star Cellular Telephone Company, 7 FCC Rcd 3762 (1992)</u> . Therefore, these grants of transfers/assignments are conditioned on any subsequent action the Commission may take concerning the issues raised in <u>La Star</u> .	

Under authority of the Communications Act of 1934, the consent of the Federal Communications Commission is hereby granted to the assignment of the above described authorization(s) from the above named assignor to the above named assignee.

The Commission's consent to said assignment is based on the representations made by the assignor and/or assignee that the statements contained in, or made in connection with, the application are true and that the undertakings of the parties upon which this assignment is authorized will be carried out in good faith.

The actual assignment of the authorization(s), including delivery of said authorization(s) to the assignee, shall be completed within 45 days from the date hereof, and notice in letter form thereof shall forthwith be furnished the Commission by the assignee showing when the acts necessary to give effect to the assignment have been completed. Upon furnishing the Commission with such written notice, assignee is authorized to begin the construction or operation of the station in accordance with all terms and conditions of said authorization(s). This consent shall not authorize the construction nor operation of said station by assignee unless such notification has been forwarded to the Commission.

It is hereby directed that this consent, when effective, be attached to the above-described authorization(s), posted as required by the Commission's Rules and Regulations.

GRANT DATE:

July 30, 1993

DATE OF ISSUE:

August 20, 1993

FEDERAL
COMMUNICATIONS
COMMISSION



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CERTIFICATE OF SERVICE

I hereby certify that I have this 25th day of March, 1994 sent a copy of the foregoing Reply to Oppositions to Motion for Leave to Intervene by first class United States mail, postage prepaid, to the following:

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Washington, D.C. 20554

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*BY HAND